

BINGHAM McCUTCHEN LLP
Ronald J. Silverman
Stephanie W. Mai
399 Park Avenue
New York, NY 10022-4689
Tel: 212-705-7000
Fax: 212-752-5378

-and-

Barry G. Russell
41 Lothbury
London, EC2R 7HF
United Kingdom
Tel: 44-20-7661-5300
Fax: 44-20-7661-5400

Counsel to Certain Noteholders

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Petition of Frédéric Rose, as Foreign
Representative of Thomson S.A., Debtor in a
Foreign Proceeding

Petitioner.

)
)
) In a case under Chapter 15 of
) the Bankruptcy Code
)

) Case No. 09-17355 (BRL)
)
)

NOTICE OF APPEARANCE
AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that those certain noteholders of Thomson S.A. listed on Exhibit A attached hereto, parties in interest in the above-captioned cases (the “Appearing Parties”), hereby appear by their counsel, Bingham McCutchen LLP, and request, pursuant to rules 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), that all notices given in these cases and all papers served or required to be served in these cases, be given to and served upon the undersigned attorneys, at the addresses set forth below:

BINGHAM McCUTCHEN LLP

Ronald J. Silverman
Stephanie W. Mai
399 Park Avenue
New York, NY 10022-4689
Tel: 212-705-7000
Fax: 212-752-5378
Emails: ronald.silverman@bingham.com
stephanie.mai@bingham.com

BINGHAM McCUTCHEN (LONDON) LLP

Barry G. Russell
41 Lothbury
London, EC2R 7HF
United Kingdom
Tel: 44-20-7661-5300
Fax: 44-20-7661-5400
Email: barry.russell@bingham.com

PLEASE TAKE FURTHER NOTICE that, the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral and whether transmitted or conveyed by mail, delivery, telephone, fax, email, or otherwise.

This appearance and demand for notice is neither intended as nor is it a consent of the Appearing Parties to jurisdiction of the Bankruptcy Court nor, specifically but not limited to a waiver of: (i) the Appearing Parties' right to have final orders in non-core matters entered only after *de novo* review by a district judge; (ii) the Appearing Parties' right to trial by jury in any proceeding so triable herein, or in any case, controversy or proceeding related hereto; (iii) the Appearing Parties' right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, defenses, set-offs, or recoupments to which the Appearing Parties are or may be entitled under any agreement, in law, or in equity, all of which rights, claims, actions, defenses, set-offs, and recoupments the Appearing Parties expressly reserve.

Dated: New York, New York
January 13, 2010

Respectfully submitted,

BINGHAM McCUTCHEN LLP

By: /s/Ronald J. Silverman

Ronald J. Silverman
Stephanie W. Mai
399 Park Avenue
New York, NY 10022-4689
Tel: 212-705-7000
Fax: 212-752-5378

-and-

Barry G. Russell
41 Lothbury
London, EC2R 7HF
United Kingdom
Tel: 44-20-7661-5300
Fax: 44-20-7661-5400

Counsel to Certain Noteholders